

Jeffrey N. Pomerantz, Esq.
Andrew W. Caine, Esq.
(admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
10100 Santa Monica Boulevard
Los Angeles, California 90067-4100
Telephone: (310) 277-6910
Telecopy: (310) 201-0760

- and -

Lynn L. Tavenner, Esq. (VA Bar No. 30083)
Paula S. Beran, Esq. (VA Bar No. 34679)
TAVENNER & BERAN, PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

Robert J. Feinstein, Esq.
(admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: (212) 561-7700
Telecopy: (212) 561-7777

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

----- x	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	:	Case No. 08-35653 (KRH)
	:	
Debtors.	:	
	:	Jointly Administered
----- x	:	

**FIFTH ORDER REGARDING LIQUIDATING TRUST'S EIGHTH OMNIBUS
OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN
PARTIALLY INVALID CLAIMS, RECLASSIFICATION OF CERTAIN
MISCLASSIFIED CLAIMS, DISALLOWANCE OF CERTAIN INVALID
CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED CLAIMS,
AND DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's Eighth Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit G attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Court will conduct a status conference March 6, 2012 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
2. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
3. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2012

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Paula S. Beran
Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
(804) 783-8300

- and -

PACHULSKI STANG ZIEHL & JONES LLP
Jeffrey N. Pomerantz, Esq.
Andrew W. Caine, Esq.
10100 Santa Monica Boulevard
Los Angeles, California 90067-4100
(310) 277-6910

- and -

PACHULSKI STANG ZIEHL & JONES LLP
Robert J. Feinstein, Esq.
780 Third Avenue, 36th Floor
New York, New York 10017
(212) 561-7700

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Paula S. Beran
Paula S. Beran

In re Circuit City Stores, et al.

Case No. 08-35653 (KRH)

Exhibit A to Fifth Order Regarding Liquidating Trust's Eighth Omnibus Objection to Landlord Claims

Alphabetic Listing of Claims for Which Status Conference Will Take Place on March 6, 2012 at 2:00 p.m.

Claim Holder	Claim	Exhibit
Alexander H Bobinski as Trustee under Trust No 001 c o Augustus C Epps Jr Esq Michael D Mueller Esq Jennifer M McLemore Esq Christian & Barton LLP 909 E Main St Ste 1200 Richmond, VA 23219	14248	Exhibit C Reduction of Certain Partially Invalid Claims
Alexander H Bobinski as Trustee under Trust No 1001 Augustus C Epps Jr Esq Christian & Barton LLP 909 E Main St Ste 1200 Richmond, VA 23219-3095	12498	Exhibit C Reduction of Certain Partially Invalid Claims
AmCap Northpoint LLC Robert W Dremluk Esq Seyfarth Shaw LLP 620 Eighth Ave New York, NY 10018	9373	Exhibit C Reduction of Certain Partially Invalid Claims
BEV CON I LLC c o Vornado Realty Trust 210 Rte 4 E Paramus, NJ 07652	8786	Exhibit C Reduction of Certain Partially Invalid Claims
BEV CON I LLC c o Vornado Realty Trust 210 Rte 4 E Paramus, NJ 07652	8786	Exhibit F Late Filed Claims to be Expunged
CC La Quinta LLC Jess R Bressi Esq Luce Forward Hamilton & Scripps LLP 2050 Main St Ste 600 Irvine, CA 92614	12063	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group t a County Line Plaza Jackson MS c o David L Pollock Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	8100	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
Centro Properties Group t a Midway Market Square Elyria OH c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	8486	Exhibit G Amended Claims to be Expunged
Centro Properties Group ta Chamberlain Plaza Meriden CT c o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12533	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Chamberlain Plaza Meriden CT c o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12538	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Midway Market Square Elyria OH c/o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12532	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Midway Market Square Elyria OH c/o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12531	Exhibit C Reduction of Certain Partially Invalid Claims
Chambersburg Crossing LLP Attn: Neil E. Herman c/o Morgan Lewis & Bockius LLP 101 Park Ave. New York, NY 10178	11970	Exhibit C Reduction of Certain Partially Invalid Claims

Claim Holder	Claim	Exhibit
Chambersburg Crossing LLP Attn: Neil E. Herman c/o Morgan Lewis & Bockius LLP 101 Park Ave. New York, NY 10178	12000	Exhibit C Reduction of Certain Partially Invalid Claims
Citrus Park CC LLC c o Donald Emerick 737 Roma Rd Venice, FL 34285	13355	Exhibit C Reduction of Certain Partially Invalid Claims
CMAT 1999 C2 Lawence Road LLC c o Mindy A Mora Bilzin Sumberg Baena Price & Axelrod LLP 200 S Biscayne Blvd Ste 2500 Miami, FL 33131	12077	Exhibit C Reduction of Certain Partially Invalid Claims
CMAT 1999 C2 Ridgeland Retail LLC c o Mindy A Mora Bilzin Sumberg Baena Price & Axelrod LLP 200 S Biscayne Blvd Ste 2500 Miami, FL 33131	11958	Exhibit C Reduction of Certain Partially Invalid Claims
Colorado Structures, Inc. dba CSI Construction Co c/o Andre K. Campbell, Esq. McDonough Holland & Allen PC 555 Capitol Mall, 9th Fl. Sacramento, CA 95814-4692	7810	Exhibit E Invalid Claims to be Expunged
CWCapital Asset Management LLC, as Special Servicer for Bank of America N A Demetrios Morakis Capmark Finance, Inc. 701 13th St. NW, Ste. 1000 Washington, DC 20005	12832	Exhibit E Invalid Claims to be Expunged
CWCapital Asset Management LLC, as Special Servicer for Bank of America NA, Successor by Merger to LaSalle Bank NA, as Trustee for the Holders of Nomura Asset Securities Corporation Commercial Mortgage Pass Through Certificates Series 1998 D6 Attn: Lawrence A. Katz and Kristen E. Burgers 8010 Towers Crescent Dr., Ste. 300 Vienna, VA 22182-2707	13950	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
Dentici Family Limited Partnership United States Debt Recovery V LP 940 Southwood BI, Suite 101, Incline Village NV 89451	7984	Exhibit C Reduction of Certain Partially Invalid Claims
Dentici Family Limited Partnership United States Debt Recovery V LP 940 Southwood BI, Suite 101, Incline Village NV 89451	13732	Exhibit C Reduction of Certain Partially Invalid Claims
Dollar Tree Stores Inc Hofheimer Gartlir & Gross LLP 530 5th Ave New York, NY 10036-5101	9102	Exhibit E Invalid Claims to be Expunged
Donald L Emerick 737 Roma Rd Venice, FL 34285	12218	Exhibit C Reduction of Certain Partially Invalid Claims
EklecCo NewCo LLC Attn: Kevin M. Newman, Esq. Menter Rudin & Trivelpiece PC 308 Maltbie St., Ste. 200 Syracuse, NY 13204-1498	3733	Exhibit C Reduction of Certain Partially Invalid Claims
EklecCo NewCo LLC Attn: Kevin M. Newman, Esq. Menter Rudin & Trivelpiece PC 308 Maltbie St., Ste. 200 Syracuse, NY 13204-1498	4251	Exhibit C Reduction of Certain Partially Invalid Claims
First Berkshire Properties LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	14901	Exhibit C Reduction of Certain Partially Invalid Claims
First Berkshire Properties LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	14901	Exhibit D Claims to be Reclassified
First Berkshire Properties LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	13441	Exhibit C Reduction of Certain Partially Invalid Claims
First Berkshire Properties LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	13444	Exhibit G Amended Claims to be Expunged

Claim Holder	Claim	Exhibit
Janaf Shops LLC Attn: Adam K. Keith Honigman Miller Schwartz & Cohn LLP 660 Woodward Ave. 2290 First National Bldg. Detroit, MI 48226-3506	14511	Exhibit C Reduction of Certain Partially Invalid Claims
Janaf Shops LLC Attn: Adam K. Keith Honigman Miller Schwartz & Cohn LLP 660 Woodward Ave. 2290 First National Bldg. Detroit, MI 48226-3506	14284	Exhibit E Invalid Claims to be Expunged
JUBILEE-SPRINGDALE, LLC Attention: Kimberly A. Pierro, ESQ. Kutak Rock LLP 1111 E. Main Street, STE 800 Richmond, VA 23219	12771	Exhibit G Amended Claims to be Expunged
KIR Amarillo LP Attn Neil E Herman Esq c o Morgan Lewis & Bockius LLP 101 Park Ave New York, NY 10178	11949	Exhibit C Reduction of Certain Partially Invalid Claims
MAIN STREET AT EXTON LP 120 W GERMANTOWN PIKE STE 120 PLYMOUTH MEETING, PA 19462	12421	Exhibit C Reduction of Certain Partially Invalid Claims
MAIN STREET AT EXTON LP 120 W GERMANTOWN PIKE STE 120 PLYMOUTH MEETING, PA 19462	12614	Exhibit C Reduction of Certain Partially Invalid Claims
Montgomery Towne Center Station Inc c/o Catherine Harrison King 1170 Peachtree St NE Ste 1170 Atlanta, GA 30309-7706	7421	Exhibit C Reduction of Certain Partially Invalid Claims
Morgan Hill Retail Venture LP Pepler Mastromonaco LLP Attn Frank T Pepler 100 First St 25th Fl San Fransisco, CA 94105	10265	Exhibit C Reduction of Certain Partially Invalid Claims
NAP Northpoint LLC Augustus C. Epps Jr., Esq. Christian & Barton LLP 909 E Main St., Ste. 1200 Richmond, VA 23219-3095	12497	Exhibit C Reduction of Certain Partially Invalid Claims

Claim Holder	Claim	Exhibit
NORTH PLAINFIELD VF LLC C O VORNADO REALTY TRUST 210 RTE 4 E PARAMUS, NJ 07652	8723	Exhibit C Reduction of Certain Partially Invalid Claims
North Plainfield VF LLC Vornado Realty Trust PO Box 31594 Hartford, CT 06150-1594	13928	Exhibit C Reduction of Certain Partially Invalid Claims
P A ACADIA PELHAM MANOR LLC ATTN DANIEL J ANSELL GREENBERG TRAUIG LLP 200 PARK AVE NEW YORK, NY 10166	9086	Exhibit C Reduction of Certain Partially Invalid Claims
PA Acadia Pelham Manor LLC Daniel J Ansell and Howard J Berman and Heath B Kushnick Greenberg Traurig LLP 200 Park Ave New York, NY 10166	13777	Exhibit E Invalid Claims to be Expunged
Pacific Harbor Equities LLC c o Hope Properties 3000 Pablo Kisel Blvd Ste 300C Brownsville, TX 78526	12379	Exhibit C Reduction of Certain Partially Invalid Claims
Philips International Holding Corp., As Agent for SP Massapequa LLC Attn: James S. Carr, Esq.; Robert L. LeHane, Esq. Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	12670	Exhibit C Reduction of Certain Partially Invalid Claims
Philips International Holding Corp., As Agent for SP Massapequa LLC Attn: James S. Carr, Esq.; Robert L. LeHane, Esq. Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	13574	Exhibit C Reduction of Certain Partially Invalid Claims
Philips International Holding Corp., As Agent for SP Massapequa LLC Attn: James S. Carr, Esq.; Robert L. LeHane, Esq. Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	14417	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
PK Sale LLC c/o Morgan Lewis & Bockius LLP 101 Park Ave New York, NY 10178	11953	Exhibit C Reduction of Certain Partially Invalid Claims
Raymond & Main Retail LLC c o William A Trey Wood III Bracewell & Giuliani LLP 711 Louisiana St Ste 2300 Houston, TX 77002	8985	Exhibit E Invalid Claims to be Expunged
Raymond & Main Retail LLC c o William A Trey Wood III Bracewell & Giuliani LLP 711 Louisiana St Ste 2300 Houston, TX 77002	8988	Exhibit E Invalid Claims to be Expunged
Ronus Meyerland Plaza LP attn: Laurance J Warco Sutherland Asbill & Brennan LLP 999 Peachtree St NE Atlanta, Georgia 30309-3996	12424	Exhibit C Reduction of Certain Partially Invalid Claims
San Tan Village Phase 2 LLC Macerich 203270 1464 Attn Dustin P Branch Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067	13991	Exhibit C Reduction of Certain Partially Invalid Claims
San Tan Village Phase 2 LLC Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067	13943	Exhibit C Reduction of Certain Partially Invalid Claims
Schiffman Circuit Props Matthew W Grimshaw Rutan & Tucker LLP 611 Anton Blvd Ste 1400 Costa Mesa, CA 92626	2623	Exhibit D Claims to be Reclassified
Schiffman Circuit Props Matthew W Grimshaw Rutan & Tucker LLP 611 Anton Blvd Ste 1400 Costa Mesa, CA 92626	2623	Exhibit C Reduction of Certain Partially Invalid Claims

Claim Holder	Claim	Exhibit
Schottenstein Property Group Inc Peter J Barrett and Loc Pfeiffer Kutak Rock LLP Bank of America Center 1111 E Main St Ste 800 Richmond, VA 23219-3500	13166	Exhibit C Reduction of Certain Partially Invalid Claims
Schottenstein Property Group Inc Peter J Barrett and Loc Pfeiffer Kutak Rock LLP Bank of America Center 1111 E Main St Ste 800 Richmond, VA 23219-3500	13166	Exhibit E Invalid Claims to be Expunged
Sebring Retail Associates LLC Attn Augustus C Epps Jr & Jennifer M McLemore Christian & Barton LLP 909 E Main St Ste 1200 Richmond, VA 23219-3095	12447	Exhibit C Reduction of Certain Partially Invalid Claims
Sebring Retail Associates LLC Attn Augustus C Epps Jr & Jennifer M McLemore Christian & Barton LLP 909 E Main St Ste 1200 Richmond, VA 23219-3095	14177	Exhibit E Invalid Claims to be Expunged
Silverlake CCU Petula LLC Lauren Lonergan Taylor Esq Matthew E Hoffman Esq Duane Morris LLP 30 S 17th St Philadelphia, PA 19103-4196	14009	Exhibit C Reduction of Certain Partially Invalid Claims
Silverlake CCU Petula LLC Lauren Lonergan Taylor Esq Matthew E Hoffman Esq Duane Morris LLP 30 S 17th St Philadelphia, PA 19103-4196	14009	Exhibit D Claims to be Reclassified
Southland Center Investors LLC Attorney Mark A Bartels Stellpflug Law SC PO Box 5637 De Pere, WI 54115	13887	Exhibit C Reduction of Certain Partially Invalid Claims
Southland Center Investors LLC Atty Mark A Bartels Stellpflug Law SC PO Box 5637 De Pere, WI 54115-5637	12676	Exhibit C Reduction of Certain Partially Invalid Claims

Claim Holder	Claim	Exhibit
Spring Hill Development Partners GP Dickson Management Associates LLC Gallatin Management Associates LLC Attn Sheila deLa Cruz Esq c o Hirschler Fleischer PC PO Box 500 Richmond, VA 23218-0500	12336	Exhibit C Reduction of Certain Partially Invalid Claims
T & T Enterprises LP a California Limited Partnership Attn Anne Secker and Lisa Omori Noland Hamerly Etienne & Hoss 333 Salinas St Salinas, CA 93901	13736	Exhibit C Reduction of Certain Partially Invalid Claims
T&T Enterprises LP Attn Anthony Sammut 60 D Corral Detierra Rd Salinas, CA 93908-9485	12872	Exhibit C Reduction of Certain Partially Invalid Claims
Tanglewood Park LLC Luckoff Land Company LLC and Roth Tanglewood LLC as Tenants in Common Augustus C Epps Jr Esq Christian & Barton LLP 909 E Main St Ste 1200 Richmond, VA 23219	14348	Exhibit C Reduction of Certain Partially Invalid Claims
Tanglewood Park LLC Luckoff Land Company LLC and Roth Tanglewood LLC as tenants c o Ralph E Dill Esq Tanglewood Park LLC 37 W Broad St Ste 950 Columbus, OH 43215	5153	Exhibit C Reduction of Certain Partially Invalid Claims
WEC 99A 1 LLC c o Midland Loan Services Inc a Delaware Corporation c o Katharine Battaia Thompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201	12685	Exhibit E Invalid Claims to be Expunged
WEC 99A 1 LLC c o Katharine Battaia Thompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201	14249	Exhibit E Invalid Claims to be Expunged
WEC 99A 3 LLC Acting by and through Midland Loan Services Inc c o Katharine Battaia Thompson and Knight LLP Dallas, TX 75201	14135	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
WEC 99A 3 LLC c o Midland Loan Services Inc a Delaware Corporation c o Katharine Battaia Thompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201	12851	Exhibit E Invalid Claims to be Expunged